

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
: **Case No. 18-23538 (RDD)**
: **Debtors.**¹ : **(Jointly Administered)**
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SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Nuno Cardoso, depose and say that I am employed by Prime Clerk LLC (“**Prime Clerk**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On November 18, 2020, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on Notice Parties Service List attached hereto as **Exhibit A**:

- Notice Regarding Second Distribution Pursuant to Administrative Expense Claims Consent Program [Docket No. 8062]

On November 18, 2020, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Affected Parties Service List attached hereto as **Exhibit B**:

- Amended Notice Regarding Second Distribution Pursuant to Administrative Expense Claims Consent Program [Docket No. 8293]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On November 18, 2020, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on the Affected Notice Parties Service List attached hereto as **Exhibit C**:

- Final Notice regarding Second Distribution Pursuant to Administrative Expense Claims Consent Program [Docket No. 8350]

On November 18, 2020, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via first class mail on ManpowerGroup US Inc. (MMLID#7334094), Melissa A. Pena, Norris McLaughlin, P.A., 7 Times Square, 21st Floor, New York, NY, 10036 and on Danecraft, Inc. (MMLID#4140924), Salter McGowan Sylvia & Leonard, Inc., Matthew J. McGowan, 56 Exchange Terrace, Providence, RI, 02903:

- Debtors' Twenty-First Omnibus Objection to Proofs of Claim or Ballots (Reclassified/Disallowed Claims) – Exhibit 1 (a copy of which is attached as **Exhibit D**)

Dated: November 19, 2020

/s/ Nuno Cardoso
Nuno Cardoso

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on November 19, 2020, by Nuno Cardoso, approved to me on the basis of satisfactory evidence to be the person who appeared before me.

/s/ JAMES A. MAPPLETHORPE
Notary Public, State of New York
No. 01MA6370846
Qualified in New York County
Commission Expires February 12, 2022

Exhibit A

Exhibit A

Notice Parties Service List

Served via first class mail

MMLID	NAME	ADDRESS	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY
5795045	CALERES INC	8300 MARYLAND AVENUE		ST. LOUIS	MO	63105	
5016118	COCA-COLA SOUTHWEST BEVERAGES, LLC	ATTEN: CREDIT RISK MANAGEMENT	14185 DALLAS PKWY	DALLAS	TX	75254	
4863563	KELLOGG SALES COMPANY	ONE KELLOGG SQUARE		BATTLE CREEK	MI	49017	
5797558	MICROSTRATEGY INC	1850 TOWERS CRESCENT PLAZA		TYSONS CORNER	VA	22182	
5769284	SCHAWK INC	1600 SHERWIN AVE		DES PLAINES	IL	60018	
4859534	SMARTER TOOLS INC	1903 W. PARKSIDE LANE	#106	PHOENIX	AZ	85027	
4858746	YOGA DIRECT LLC	PO BOX 2218		RICHMOND	VA	23218-2218	
5523027	ZHEJIANG KATA TECHNOLOGY CO LTD	6/F., #2 BUILDING, NO. 2630 NAN HUAN	ROAD, BINJIANG	HANGZHOU	ZHEJIANG	310000	CHINA

Exhibit B

Exhibit B

Affected Parties Service List

Served via first class mail

MMLID	NAME	ADDRESS	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY
5795027	C R GIBSON CO	AMERICASMART, BUILDING 2, SUITE 1837	230 SPRING ST.	ATLANTA	GA	30384	
7729576	CHERYL WARD DESIGN	1230 S 3RD ST		WATERTOWN	WI	53094-6503	
4862185	MARC ANTHONY COSMETICS LTD	100 NEW PARK PLACE	SUITE 810	VAUGHAN	ON	L4K 0H9	CANADA
4885120	NEUCO INC	515 CROSSROADS PKWY		BOLINGBROOK	IL	60440	
5798356	R2P GROUP INC	1315 W MACARTHUR RD	# 300	WICHITA	KS	67217-2736	
4805947	RANDA ACCESSORIES LEATHER GOODS JI	5600 N RIVER ROAD	5TH FLOOR	ROSEMONT	IL	60018	
5754520	RM ACQUISITION LLC	8770 W BRYN MAWR AVE	STE 1400	CHICAGO	IL	60631-3584	
5799640	VERBATIM AMERICAS LLC	8210 UNIVERSITY EXECUTIVE PARK DRIVE	SUITE 300	CHARLOTTE	NC	28262	
5523027	ZHEJIANG KATA TECHNOLOGY CO LTD	6/F., #2 BUILDING, NO. 2630 NAN HUAN	ROAD, BINJIANG	HANGZHOU	ZHEJIANG	310000	CHINA

Exhibit C

Exhibit C

Affected Notice Parties Service List

Served via first class mail

MMMLID	NAME	ADDRESS	ADDRESS 2	ADDRESS 3	CITY	STATE	POSTAL CODE	COUNTRY
4882057	ATEB INC	DBA OMNICELL	590 E MIDDLEFIELD ROAD		MOUNTAIN VIEW	CA	94303	
5794902	BP LUBRICANTS USA INC	PO BOX 485			LEWISTON	NY	14092	
7729576	CHERYL WARD DESIGN	1230 S 3RD ST			WATERTOWN	WI	53094-6503	
5795327	COMMAND LINE SYSTEMS	12315 PARC CREST DR	STE 160		STAFFORD	TX	77477-2408	
7729592	DEBBI PETERSON ARCHITECT	44 GREENFIELD AVE			SAN ANSELMO	CA	94960-2415	
5795581	DIALOGTECH INC	120 S RIVERSIDE PLZ	STE 1100		CHICAGO	IL	60606-3910	
4867586	FRESNO FIRE DEPARTMENT	911 H. STREET			FRESNO	CA	93721	
5796451	HENKEL CONSUMER ADHESIVES	ONE HENKEL WAY			ROCK HILL	CT	06067	
5645432	ICEE USA	265 MASON ROAD			LA VERGNE	TN	37086	
4867857	JMD LANDSCAPING LLC	JUSTIN DEFELICE, OWNER	37 HILL ST		NEW CANAAN	CT	06840	
4863563	KELLOGG SALES COMPANY	ONE KELLOGG SQUARE			BATTLE CREEK	MI	49017	
7729642	KRISTEN RAYBON	5121 HIDDEN HARBOR RD			SARASOTA	FL	34242	
4865308	LUXE GROUP INC THE	362 WEST BROADWAY			NEW YORK	NY	10013	
4862185	MARC ANTHONY COSMETICS LTD	100 NEW PARK PLACE	SUITE 810		VAUGHAN	ON	L4K 0H9	CANADA
4868107	MAX COLOR LLC	1815 S MEYERS RD	STE 610		OAKBROOK TER	IL	60181-5260	
5797720	MULTIPET INTERNATIONAL INC	55 MADISON CIRCLE DR	STE 1		E RUTHERFORD	NJ	07073-2231	
5797757	NATERRA INTERNATIONAL INC	1250 FREEPORT PARKWAY			COPPELL	TX	75019	
4860813	NATICO ORIGINALS INC	575 UNDERHILL BLVD	STE 325		SYOSSET	NY	11791-3439	
4885120	NEUCO INC	515 CROSSROADS PKWY			BOLINGBROOK	IL	60440	
5797930	OLD WORLD INDUSTRIES LLC	3100 N. SANDERS RD			NORTHBROOK	IL	60062	
4882706	OPSTECHNOLOGY INC	REALPAGE	2201 LAKESIDE BLVD		RICHARDSON	TX	75082	
7729679	PARLOR 430	1980 FESTIVAL PLAZA DRIVE	SUITE 400		LAS VEGAS	NV	89135	
4861301	PETERSON TECHNOLOGY PARTNERS	1030 W HIGGINS RD	SUITE 230		PARK RIDGE	IL	60068	
4858155	PURACAP PHARMACEUTICAL LLC	20 KINGSBRIDGE ROAD			PISCATAWAY	NJ	08854	
5798462	RESCUE WOODWORKS	JOHN BECK	9050 RED BRANCH ROAD	SUITE G	COLUMBIA	MD	21045	
5754520	RM ACQUISITION LLC	8770 W BRYN MAWR AVE	STE 1400		CHICAGO	IL	60631-3584	
5769284	SCHAWK INC	1600 SHERWIN AVE			DES PLAINES	IL	60018	
4882441	SOS MAINTENANCE INC	8000 COPPER AVE	# 8-316		GLENDALE	NY	11385	
4858491	SOUTHWEST TOWN MECHANICAL SERVICES	22349 COMMERCE PKWY			FRANKFORT	IL	60423-4731	
4806239	SUNNYWOOD INC	2750 BARNEY CT			MCHENRY	IL	60051-4565	
4806762	TRIANGLE HOME FASHIONS	120 TICES LN			E BRUNSWICK	NJ	08816-2052	
4861376	VERSAIC INC	32 W. 25TH AVE			SAN MATEO	CA	94403	
4858746	YOGA DIRECT LLC	PO BOX 2218			RICHMOND	VA	23218-2218	
5523027	ZHEJIANG KATA TECHNOLOGY CO LTD	6/F., #2 BUILDING, NO. 2630 NAN HUAN	ROAD, BINJIANG		HANGZHOU	ZHEJIANG	310000	CHINA

Exhibit D

Hearing Date and Time: October 15, 2020 at 10:00 a.m. (Eastern Time)

Response Deadline: October 9, 2020 at 4:00 p.m. (Eastern Time)

THIS OMNIBUS OBJECTION SEEKS TO REDUCE OR RECLASSIFY CERTAIN FILED PROOFS OF CLAIM OR SUBMITTED BALLOTS. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' TWENTY-FIRST OMNIBUS OBJECTION TO CLAIMS OR BALLOTS SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) OR BALLOT(S) ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S) OR BALLOT(S).

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
DEBTORS' COUNSEL, NEECKAUN IRANI, ESQ., AT (650) 802-3019.**

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON DEBTORS' TWENTY-FIRST OMNIBUS OBJECTION
TO PROOFS OF CLAIM OR BALLOTS (RECLASSIFIED/DISALLOWED CLAIMS)**

PLEASE TAKE NOTICE that, on September 14, 2020, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors' Twenty-First Omnibus Objection to Proofs of Claim (Reclassified/Disallowed Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court reclassify or disallow and expunge one or more proofs of claim (the “**Proofs of Claim**”) or ballots (the “**Ballots**”) listed on **Exhibit A** and **Exhibit B** annexed hereto, on the ground(s) that the Debtors have no liability under such Proof of Claim or Ballots because for such Proofs of Claim or Ballots: (i) supporting documentation indicates that the claims are non-Administrative Expense Claims; (ii) the Debtors' books and records show outstanding unclaimed credits against which the Debtors' are entitled to set off; (iii) the Debtors' books and records show that invoices for claims for 503(b)(9) priority are not entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code; (iv) the supporting documents provided by the Claimants are not supported by the Debtors' books and records, or no supporting documents were provided for all or a portion of the Disputed Claim; (v) the basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course; (vi) the Disputed Claim was filed after the applicable date set forth in the *Order Establishing Deadline to File Proofs of Claim and Procedures Relating Thereto*, entered on February 22, 2019 (ECF No. 2676) (the “**Bar Date Order**”); (vii) associated contract or lease was assumed and assigned to Transform HoldCo; (viii) the claim pertains to pre-petition amounts owed or expenses following Lease Rejection Dates, and therefore the claim is reclassified to general unsecured claim.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed hereto as **Exhibit C**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification or disallowance and expungement of a Proof of Claim or Ballot without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the reclassification or disallowance and expungement of its applicable Proof(s) of Claim or Ballot(s) as listed on **Exhibit A** and **Exhibit B** annexed hereto, then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the reclassification or disallowance and expungement of its applicable Proof(s) of Claim or Ballot(s) as listed on **Exhibit A** and **Exhibit B** annexed hereto, then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **October 9, 2020, at 4:00 p.m. (prevailing Eastern Time)** (the “**Response Deadline**”).

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys

practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim or Ballot; (iii) a concise statement setting forth the reasons why the Proof of Claim or Ballot should not be reclassified or disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim or Ballot, to the extent not included with the Proof of Claim or Ballot previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim or Ballot; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim or Ballots on Claimant’s behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **October 15, 2020 at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim or Ballot(s) that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim or Ballot(s), then the Hearing on the Objection with respect to such Proof(s) of Claim or Ballot(s) will be held at a later date. If the Debtors do not continue the Hearing with respect to such Proof(s) of Claim or Ballot(s), then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** and **Exhibit B** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit C** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim or Ballots listed on **Exhibit A** and **Exhibit B**, the Debtors retain the right to object on other grounds to the Proof(s) of Claim or Ballot(s) (or to any other Proof(s) of Claim or Ballot(s) Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim or Ballot(s).**

Dated: September 18, 2020
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Attorneys for Debtors

and Debtors in Possession

Exhibit A

Disputed Claims - Non-Real Estate Claims

Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim ^{2 3}	Administrative Priority Claim ²	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ⁴
1.	ADAMS, PATRICIA	9124	182353801043204	Asserted	\$5,240.66			\$2,850.00		\$8,090.66	(i)
				Surviving	\$0.00			\$0.00		\$0.00	
2.	AMERICAN RING CO INC	*	182353801017299	Asserted	\$43,407.46					\$43,407.46	(ii)
				Surviving	\$0.00					\$0.00	
3.	ARS ECOMMERCE, LLC	20501	182353801017332	Asserted	\$0.00	\$121,500.00				\$121,500.00	(iii)
				Surviving	\$0.00	\$0.00			\$121,500.00	\$121,500.00	
4.	BANKS, LISA TURNER	7684; 8329	182353801042831	Asserted	\$2,688.78			\$3,771.01		\$6,459.79	(i)
				Surviving	\$0.00			\$3,771.01		\$3,771.01	
5.	C COWLES & COMPANY	*	182353801016522	Asserted	\$6,842.40					\$6,842.40	(iv)
				Surviving	\$0.00					\$0.00	
6.	CHIEFTEX S.A. DE C.V.	1625, 1792	182353801043176	Asserted	\$108,467.24					\$108,467.24	(iii)
				Surviving	\$0.00				\$108,467.24	\$108,467.24	
7.	CREATIVE CIRCLE, LLC	26275	N/A	Asserted	\$26,894.76			\$95,565.50	\$22,579.63	\$145,039.89	(iii)(vi)
				Surviving	\$0.00			\$0.00	\$145,039.89	\$145,039.89	
8.	DANECRAFT, INC.	4638; 4699	182353801042866	Asserted	\$169,232.80				\$70,104.93	\$239,337.73	(ii)
				Surviving	\$0.00				\$70,104.93	\$70,104.93	
9.	DIAMOND COSMETICS INC	*	182353801016597	Asserted	\$35,998.70					\$35,998.70	(ii)(iii)
				Surviving	\$0.00				\$35,412.41	\$35,412.41	
10.	FORD, VALERIA	*	182353801042309	Asserted	\$200.00					\$200.00	(i)
				Surviving	\$0.00				\$200.00	\$200.00	
11.	GERBER CHILDRENSWEAR INC	15232; 16077	182353801015673	Asserted	\$28,610.00				\$261,117.43	\$289,727.43	(ii)
				Surviving	\$5,726.00				\$261,117.43	\$266,843.43	
12.	IDM INC	16345; 16721; 16795	182353801015372	Asserted	\$25,425.00				\$142,242.00	\$167,667.00	(iii)
				Surviving	\$5,443.20				\$50,445.80	\$55,889.00	
13.	JOSE SANTIAGO INC	5116	182353801040377	Asserted	\$53,343.98				\$294,190.30	\$347,534.28	(iii)
				Surviving	\$50,924.98				\$296,609.30	\$347,534.28	
14.	KOPKE, BARRY D	*	182353801040395	Asserted	\$1,500.00					\$1,500.00	(i)
				Surviving	\$0.00				\$1,500.00	\$1,500.00	
15.	MANPOWERGROUP US INC.	20534	182353801043369	Asserted		\$117,579.66				\$117,579.66	(iv)
				Surviving		\$0.00				\$0.00	
16.	MICHLEY ELECTRONICS INC.	13873; 13885	182353801041743	Asserted	\$10,497.60				\$48,782.40	\$59,280.00	(ii)
				Surviving	\$0.00				\$48,782.40	\$48,782.40	
17.	MILBERG FACTORS INC	8855; 8856	182353801019279	Asserted	\$104,360.84					\$104,360.84	(ii)
				Surviving	\$0.00					\$0.00	
18.	NORTHLAND MECHANICAL CONTRACTORS INC	*	182353801042023	Asserted	\$18,037.29					\$18,037.29	(iv)
				Surviving	\$9,923.29					\$9,923.29	
19.	OMEGA & DELTA CO, INC	*	182353801040545	Asserted	\$9,974.55					\$9,974.55	(iii)
				Surviving	\$0.00				\$9,974.55	\$9,974.55	
20.	OXO INTERNATIONAL LTD	9824; 10026; 13706; 13728; 13835	182353801019683	Asserted	\$813,167.75				\$39,425.37	\$852,593.12	(ii)
				Surviving	\$0.00				\$13,141.79	\$13,141.79	
21.	PEGGS CO	5135; 5162	182353801019752	Asserted	\$10,947.60				\$22,873.61	\$33,821.21	(iii)
				Surviving	\$0.00				\$33,821.21	\$33,821.21	
22.	PHELPS INDUSTRIES LLC	*	182353801019798	Asserted	\$100,000.00					\$100,000.00	(iv)
				Surviving	\$0.00					\$0.00	
23.	RAZOR USA LLC	19159; 19170	182353801020055	Asserted	\$37,453.95				\$1,443,909.78	\$1,481,363.73	(ii)
				Surviving	\$0.00				\$1,443,909.78	\$1,443,909.78	
24.	RIZWAN, RUKHSANA	12593	182353801020139	Asserted	\$4,398.70					\$4,398.70	(i)
				Surviving	\$0.00				\$4,398.70	\$4,398.70	
25.	RIZWAN, WAJEEHA	1952	182353801021135	Asserted	\$2,905.76					\$2,905.76	(i)
				Surviving	\$0.00				\$2,905.76	\$2,905.76	
26.	S.C. JOHNSON & SON, INC.	16384	182353801040688	Asserted	\$16,907.58				\$6,471.30	\$23,378.88	(ii)
				Surviving	\$73.06				\$6,471.30	\$6,544.36	
27.	SHAGHAL, LTD.	7035	182353801043366	Asserted	\$354,671.75		\$1,341,414.43			\$1,696,086.18	(ii)(iv)
				Surviving	\$4,092.40		\$1,341,414.43			\$1,345,506.83	
28.	SPECTRUM BRANDS INC	12057	182353801018857	Asserted	\$15,972.00				\$307,343.17	\$323,315.17	(ii)
				Surviving	\$9,124.50				\$307,343.17	\$316,467.67	
29.	TRACFONE WIRELESS INC	13461	182353801043374	Asserted	\$2,699.40	\$24,550.73			\$409,963.50	\$437,213.63	(iv)
				Surviving	\$2,699.40	\$9,305.25			\$409,963.50	\$421,968.15	
30.	WORLD TECH TOYS INC	5849; 14174	182353801021333	Asserted	\$45,708.00				\$442,168.54	\$487,876.54	(ii)(iii)(iv)
				Surviving	\$13,173.49				\$442,415.04	\$455,588.53	

Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim ^{2 3}	Administrative Priority Claim ²	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ⁴

* Claimant does not have any surviving proof of claim pertaining to administrative expense claim

¹ Asserted Claim amounts include any asserted unliquidated amounts.

² Reflects the greater of the sum of asserted administrative expense claim amount for Affected Claim No. and Affected Ballot No

³ Reflects the asserted administrative expense claim amount for Affected Ballot No. for claims without any proof of claim related to administartive expense claim and additional support for the ballot

⁴ Corresponding reasons are as follows:

- (i) supporting documentation indicates that the claims are non-Administrative Expense Claims;
- (ii) the Debtors' books and records show outstanding unclaimed credits against which the Debtors' are entitled to set off;
- (iii) the Debtors' books and records show that invoices for claims for 503(b)(9) priority are not entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code;
- (iv) the supporting documents provided by the Claimants are not supported by the Debtors' books and records, or no supporting documents were provided for all or a portion of the Disputed Claim;
- (v) the basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course;
- (vi) the Disputed Claim was filed after the applicable date set forth in the *Order Establishing Deadline to File Proofs of Claim and Procedures Relating Thereto*, entered on February 22, 2019 (ECF No. 2676) (the "**Bar Date Order**");
- (vii) associated contract or lease was assumed and assigned to Transform Holdco;
- (viii) the claim pertains to pre-petition amounts owed or expenses following Lease Rejection Dates, and therefore the claim is reclassified to general unsecured claim

Hearing Date and Time: October 15, 2020 at 10:00 a.m. (Eastern Time)

Response Deadline: October 9, 2020 at 4:00 p.m. (Eastern Time)

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*Attorneys for Debtors**and Debtors in Possession***UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**DEBTORS' TWENTY-FIRST OMNIBUS OBJECTION
TO PROOFS OF CLAIM OR BALLOTS (RECLASSIFIED/DISALLOWED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THIS OMNIBUS OBJECTION SEEKS TO RECLASSIFY OR DISALLOW CERTAIN
FILED PROOFS OF CLAIM OR BALLOTS. CLAIMANTS RECEIVING THIS
OMNIBUS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS OR
BALLOTS ON THE EXHIBIT ATTACHED TO THIS OMNIBUS OBJECTION.**

**IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE
DEBTORS' COUNSEL, NEECKAUN IRANI, ESQ., AT (650) 802-3019.**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Background

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’*

Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief (ECF No. 2507), pursuant to which the Debtors sold substantially all their assets to Transform Holdco LLC (“**Transform**”).

5. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (the “**Disclosure Statement**”) (ECF No. 4390).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order reclassifying or disallowing and expunging the non-real estate Claims³ listed on **Exhibit A** and the real estate Claims listed on **Exhibit B** (collectively the “**Disputed Claims**”), as set forth on **Exhibit A** and **Exhibit B**, both annexed hereto.

9. The Debtors have examined each Disputed Claim, all documentation provided with respect to each Disputed Claim, and the Debtors’ respective books and records, and have determined in

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

³ For purposes of this Objection, any reference to Claims also include any ballots submitted in connection with the Administrative Expense Claims Consent Program (as defined in the Confirmation Order).

each case the Disputed Claim asserts either administrative or priority claims against the Debtors for which the Debtors have no liability, in whole or in part. Each of the Disputed Claims should be reclassified or disallowed and expunged in accordance with Exhibit A and Exhibit B on one or more of the following bases: (i) supporting documentation indicates that the claims are non-Administrative Expense Claims; (ii) the Debtors' books and records show outstanding unclaimed credits against which the Debtors' are entitled to set off; (iii) the Debtors' books and records show that invoices for claims for 503(b)(9) priority are not entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code; (iv) the supporting documents provided by the Claimants are not supported by the Debtors' books and records, or no supporting documents were provided for all or a portion of the Disputed Claim; (v) the basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course; (vi) the Disputed Claim was filed after the applicable date set forth in the *Order Establishing Deadline to File Proofs of Claim and Procedures Relating Thereto*, entered on February 22, 2019 (ECF No. 2676) (the "**Bar Date Order**"); (vii) associated contract or lease was assumed and assigned to Transform; (viii) the claim pertains to pre-petition amounts owed or expenses following Lease Rejection Dates, and therefore the claim is reclassified to general unsecured claim.

10. The Debtors, therefore, request that the Disputed Claims be reclassified or disallowed and expunged to the extent set forth on Exhibit A and Exhibit B. A proposed form of order granting the relief requested herein is annexed hereto as Exhibit C (the "**Proposed Order**").

The Disputed Claims Should Be Reduced or Reclassified

11. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at *9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12-11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff'd sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R.

814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff'd*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); *In re Adelpia Commc'ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

12. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Further, Bankruptcy Rule 3007(d) permits a debtor to file objections to more than one claim on the basis that, among other things, such claims “have been amended by subsequently filed proofs of claim.” Fed. R. Bankr. P. 3007(d)(3).

13. In addition, a Claimant asserting an administrative expense claim priority bears the burden of establishing their entitlement to such priority. *See, e.g., In re Bethlehem Steel Corp.*, 479 F.3d 167, 172 (2d Cir. 2007) (“The burden of proving entitlement to priority payment as an administrative expense . . . rests with the party requesting it.”); *In re Drexel Burnham Lambert Grp. Inc.*, 134 B.R. 482, 489 (Bankr. S.D.N.Y. 1991) (“The burden of establishing entitlement to priority rests with the claimant and should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.”) (quotation omitted).

14. As set forth above, certain of the Disputed Claims seek recovery for amounts for which the Debtors are not liable, either in whole or in part. Additionally, certain other of the Disputed Claims improperly assert that such Disputed Claims are entitled to administrative expense priority under section 503(b) of the Bankruptcy Code. Such claims are routinely reduced and/or reclassified when unsupported or as otherwise appropriate. *See, e.g., In re RDA Holding Co.*, Case No. 13-22233 (RDD) (Sep. 18, 2013) (ECF No. 699) (ECF No. 10331) (disallowing and expunging entirely no liability claims);

In re The Great Atl. & Pac. Tea Co., Inc., Case No. 15-23007 (RDD) (Aug. 26, 2016) (ECF No. 3132) (same); *In re Tops Holding II Corp.*, Case No. 18-22279 (RDD) (Apr. 26, 2019) (ECF No. 911) (same). Further, this Bankruptcy Court routinely disallows and expunges claims for which no supporting documentation has been submitted by the claimant. *See, e.g., In re Breitburn Energy Partners LP*, Case No. 16-11390 (SMB) (Apr. 11, 2017) (ECF No. 1164) (disallowing and expunging claims without sufficient documentation); *In re Chassix Holdings, Inc.*, Case No. 15-10578 (MEW) (Apr. 21, 2016) (ECF No. 478) (same); *see* Bar Date Order at 6(d) (“Proofs of Claim must . . . include supporting documentation . . .”).

15. The Debtors have reviewed the Disputed Claims, all documents furnished by the claimants with respect to the Disputed Claims, and the Debtors’ books and records, and have determined that each Disputed Claim, asserts a claim for which the Debtors have no corresponding liability.

16. Therefore, the Debtors are not liable for the Disputed Claims. To ensure that the claims register is accurate, and to avoid the possibility of improper recovery against the Debtors’ estates, the Debtors request that the Court reclassify or disallow and expunge the Disputed Claims as set forth on **Exhibit A** and **Exhibit B**.

Reservation of Rights

17. The Debtors hereby reserve the right to object in the future to any of the Disputed Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

18. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on

November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

19. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: September 18, 2020
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

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Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Non-Real Estate Claims

Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim ^{2 3}	Administrative Priority Claim ²	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ⁴
1.	ADAMS, PATRICIA	9124	182353801043204	Asserted	\$5,240.66			\$2,850.00		\$8,090.66	(i)
				Surviving	\$0.00			\$0.00		\$0.00	
2.	AMERICAN RING CO INC	*	182353801017299	Asserted	\$43,407.46					\$43,407.46	(ii)
				Surviving	\$0.00					\$0.00	
3.	ARS ECOMMERCE, LLC	20501	182353801017332	Asserted	\$0.00	\$121,500.00				\$121,500.00	(iii)
				Surviving	\$0.00	\$0.00			\$121,500.00	\$121,500.00	
4.	BANKS, LISA TURNER	7684; 8329	182353801042831	Asserted	\$2,688.78			\$3,771.01		\$6,459.79	(i)
				Surviving	\$0.00			\$3,771.01		\$3,771.01	
5.	C COWLES & COMPANY	*	182353801016522	Asserted	\$6,842.40					\$6,842.40	(iv)
				Surviving	\$0.00					\$0.00	
6.	CHIEFTEX S.A. DE C.V.	1625, 1792	182353801043176	Asserted	\$108,467.24					\$108,467.24	(iii)
				Surviving	\$0.00				\$108,467.24	\$108,467.24	
7.	CREATIVE CIRCLE, LLC	26275	N/A	Asserted	\$26,894.76			\$95,565.50	\$22,579.63	\$145,039.89	(iii)(vi)
				Surviving	\$0.00			\$0.00	\$145,039.89	\$145,039.89	
8.	DANECRAFT, INC.	4638; 4699	182353801042866	Asserted	\$169,232.80				\$70,104.93	\$239,337.73	(ii)
				Surviving	\$0.00				\$70,104.93	\$70,104.93	
9.	DIAMOND COSMETICS INC	*	182353801016597	Asserted	\$35,998.70					\$35,998.70	(ii)(iii)
				Surviving	\$0.00				\$35,412.41	\$35,412.41	
10.	FORD, VALERIA	*	182353801042309	Asserted	\$200.00					\$200.00	(i)
				Surviving	\$0.00				\$200.00	\$200.00	
11.	GERBER CHILDRENSWEAR INC	15232; 16077	182353801015673	Asserted	\$28,610.00				\$261,117.43	\$289,727.43	(ii)
				Surviving	\$5,726.00				\$261,117.43	\$266,843.43	
12.	IDM INC	16345; 16721; 16795	182353801015372	Asserted	\$25,425.00				\$142,242.00	\$167,667.00	(iii)
				Surviving	\$5,443.20				\$50,445.80	\$55,889.00	
13.	JOSE SANTIAGO INC	5116	182353801040377	Asserted	\$53,343.98				\$294,190.30	\$347,534.28	(iii)
				Surviving	\$50,924.98				\$296,609.30	\$347,534.28	
14.	KOPKE, BARRY D	*	182353801040395	Asserted	\$1,500.00					\$1,500.00	(i)
				Surviving	\$0.00				\$1,500.00	\$1,500.00	
15.	MANPOWERGROUP US INC.	20534	182353801043369	Asserted		\$117,579.66				\$117,579.66	(iv)
				Surviving		\$0.00				\$0.00	
16.	MICHLEY ELECTRONICS INC.	13873; 13885	182353801041743	Asserted	\$10,497.60				\$48,782.40	\$59,280.00	(ii)
				Surviving	\$0.00				\$48,782.40	\$48,782.40	
17.	MILBERG FACTORS INC	8855; 8856	182353801019279	Asserted	\$104,360.84					\$104,360.84	(ii)
				Surviving	\$0.00					\$0.00	
18.	NORTHLAND MECHANICAL CONTRACTORS INC	*	182353801042023	Asserted	\$18,037.29					\$18,037.29	(iv)
				Surviving	\$9,923.29					\$9,923.29	
19.	OMEGA & DELTA CO, INC	*	182353801040545	Asserted	\$9,974.55					\$9,974.55	(iii)
				Surviving	\$0.00				\$9,974.55	\$9,974.55	
20.	OXO INTERNATIONAL LTD	9824; 10026; 13706; 13728; 13835	182353801019683	Asserted	\$813,167.75				\$39,425.37	\$852,593.12	(ii)
				Surviving	\$0.00				\$13,141.79	\$13,141.79	
21.	PEGGS CO	5135; 5162	182353801019752	Asserted	\$10,947.60				\$22,873.61	\$33,821.21	(iii)
				Surviving	\$0.00				\$33,821.21	\$33,821.21	
22.	PHELPS INDUSTRIES LLC	*	182353801019798	Asserted	\$100,000.00					\$100,000.00	(iv)
				Surviving	\$0.00					\$0.00	
23.	RAZOR USA LLC	19159; 19170	182353801020055	Asserted	\$37,453.95				\$1,443,909.78	\$1,481,363.73	(ii)
				Surviving	\$0.00				\$1,443,909.78	\$1,443,909.78	
24.	RIZWAN, RUKHSANA	12593	182353801020139	Asserted	\$4,398.70					\$4,398.70	(i)
				Surviving	\$0.00				\$4,398.70	\$4,398.70	
25.	RIZWAN, WAJEEHA	1952	182353801021135	Asserted	\$2,905.76					\$2,905.76	(i)
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26.	S.C. JOHNSON & SON, INC.	16384	182353801040688	Asserted	\$16,907.58				\$6,471.30	\$23,378.88	(ii)
				Surviving	\$73.06				\$6,471.30	\$6,544.36	
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				Surviving	\$4,092.40		\$1,341,414.43			\$1,345,506.83	
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Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim ^{2 3}	Administrative Priority Claim ²	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ⁴

* Claimant does not have any surviving proof of claim pertaining to administrative expense claim

¹ Asserted Claim amounts include any asserted unliquidated amounts.

² Reflects the greater of the sum of asserted administrative expense claim amount for Affected Claim No. and Affected Ballot No

³ Reflects the asserted administrative expense claim amount for Affected Ballot No. for claims without any proof of claim related to administrative expense claim and additional support for the ballot

⁴ Corresponding reasons are as follows:

- (i) supporting documentation indicates that the claims are non-Administrative Expense Claims;
- (ii) the Debtors' books and records show outstanding unclaimed credits against which the Debtors' are entitled to set off;
- (iii) the Debtors' books and records show that invoices for claims for 503(b)(9) priority are not entitled to priority pursuant to section 503(b)(9) of the United States Bankruptcy Code;
- (iv) the supporting documents provided by the Claimants are not supported by the Debtors' books and records, or no supporting documents were provided for all or a portion of the Disputed Claim;
- (v) the basis for the Disputed Claim was paid or satisfied by the Debtors or by non-debtor third parties in the ordinary course;
- (vi) the Disputed Claim was filed after the applicable date set forth in the *Order Establishing Deadline to File Proofs of Claim and Procedures Relating Thereto*, entered on February 22, 2019 (ECF No. 2676) (the "**Bar Date Order**");
- (vii) associated contract or lease was assumed and assigned to Transform Holdco;
- (viii) the claim pertains to pre-petition amounts owed or expenses following Lease Rejection Dates, and therefore the claim is reclassified to general unsecured claim

Exhibit C

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
:
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
:
Debtors.¹ : (Jointly Administered)
-----X

**ORDER GRANTING DEBTORS' TWENTY-FIRST OMNIBUS OBJECTION
TO PROOFS OF CLAIM OR BALLOTS (RECLASSIFIED/DISALLOWED CLAIMS)**

Upon the *Debtors' Twenty-First Omnibus Objection to Proofs of Claim (Reclassified/Disallowed Claims)*, filed September 14, 2020 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), for an order (i) reclassifying and disallowing and expunging the Disputed Claims, and (ii) granting related relief, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on October 15, 2020 (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each proof of claim or ballot listed on **Exhibit 1** and **Exhibit 2** (collectively the “**Disputed Claims**”) is reclassified or disallowed and expunged in the amounts set forth in the rows labeled “Surviving.”
3. Each Claim that lists \$0.00 as the “Surviving” claim under the column “*Total Claim*” in **Exhibit 1** and **Exhibit 2** shall be disallowed and expunged in its entirety.
4. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Disputed Claims listed on **Exhibit 1** and **Exhibit 2** annexed hereto, as to which all of Transform’s rights and defenses are expressly reserved.

5. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.

6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2020
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Non-Real Estate Claims

Reduced and Reclassified Claims ¹											
Ref #	Name of Claimant	Affected Claim No.	Affected Ballot No.	Claim Amounts	503(b)(9) Administrative Priority Claim ^{2 3}	Administrative Priority Claim ²	Secured Claim	Priority Claim	General Unsecured Claim	Total Claim	Reasons for Reduction or Reclassification ⁴
1.	ADAMS, PATRICIA	9124	182353801043204	Asserted	\$5,240.66			\$2,850.00		\$8,090.66	(i)
				Surviving	\$0.00			\$0.00		\$0.00	
2.	AMERICAN RING CO INC	*	182353801017299	Asserted	\$43,407.46					\$43,407.46	(ii)
				Surviving	\$0.00					\$0.00	
3.	ARS ECOMMERCE, LLC	20501	182353801017332	Asserted	\$0.00	\$121,500.00				\$121,500.00	(iii)
				Surviving	\$0.00	\$0.00			\$121,500.00	\$121,500.00	
4.	BANKS, LISA TURNER	7684; 8329	182353801042831	Asserted	\$2,688.78			\$3,771.01		\$6,459.79	(i)
				Surviving	\$0.00			\$3,771.01		\$3,771.01	
5.	C COWLES & COMPANY	*	182353801016522	Asserted	\$6,842.40					\$6,842.40	(iv)
				Surviving	\$0.00					\$0.00	
6.	CHIEFTEX S.A. DE C.V.	1625, 1792	182353801043176	Asserted	\$108,467.24					\$108,467.24	(iii)
				Surviving	\$0.00				\$108,467.24	\$108,467.24	
7.	CREATIVE CIRCLE, LLC	26275	N/A	Asserted	\$26,894.76			\$95,565.50	\$22,579.63	\$145,039.89	(iii)(vi)
				Surviving	\$0.00			\$0.00	\$145,039.89	\$145,039.89	
8.	DANECRAFT, INC.	4638; 4699	182353801042866	Asserted	\$169,232.80				\$70,104.93	\$239,337.73	(ii)
				Surviving	\$0.00				\$70,104.93	\$70,104.93	
9.	DIAMOND COSMETICS INC	*	182353801016597	Asserted	\$35,998.70					\$35,998.70	(ii)(iii)
				Surviving	\$0.00				\$35,412.41	\$35,412.41	
10.	FORD, VALERIA	*	182353801042309	Asserted	\$200.00					\$200.00	(i)
				Surviving	\$0.00				\$200.00	\$200.00	
11.	GERBER CHILDRENSWEAR INC	15232; 16077	182353801015673	Asserted	\$28,610.00				\$261,117.43	\$289,727.43	(ii)
				Surviving	\$5,726.00				\$261,117.43	\$266,843.43	
12.	IDM INC	16345; 16721; 16795	182353801015372	Asserted	\$25,425.00				\$142,242.00	\$167,667.00	(iii)
				Surviving	\$5,443.20				\$50,445.80	\$55,889.00	
13.	JOSE SANTIAGO INC	5116	182353801040377	Asserted	\$53,343.98				\$294,190.30	\$347,534.28	(iii)
				Surviving	\$50,924.98				\$296,609.30	\$347,534.28	
14.	KOPKE, BARRY D	*	182353801040395	Asserted	\$1,500.00					\$1,500.00	(i)
				Surviving	\$0.00				\$1,500.00	\$1,500.00	
15.	MANPOWERGROUP US INC.	20534	182353801043369	Asserted		\$117,579.66				\$117,579.66	(iv)
				Surviving		\$0.00				\$0.00	
16.	MICHLEY ELECTRONICS INC.	13873; 13885	182353801041743	Asserted	\$10,497.60				\$48,782.40	\$59,280.00	(ii)
				Surviving	\$0.00				\$48,782.40	\$48,782.40	
17.	MILBERG FACTORS INC	8855; 8856	182353801019279	Asserted	\$104,360.84					\$104,360.84	(ii)
				Surviving	\$0.00					\$0.00	
18.	NORTHLAND MECHANICAL CONTRACTORS INC	*	182353801042023	Asserted	\$18,037.29					\$18,037.29	(iv)
				Surviving	\$9,923.29					\$9,923.29	
19.	OMEGA & DELTA CO, INC	*	182353801040545	Asserted	\$9,974.55					\$9,974.55	(iii)
				Surviving	\$0.00				\$9,974.55	\$9,974.55	
20.	OXO INTERNATIONAL LTD	9824; 10026; 13706; 13728; 13835	182353801019683	Asserted	\$813,167.75				\$39,425.37	\$852,593.12	(ii)
				Surviving	\$0.00				\$13,141.79	\$13,141.79	
21.	PEGGS CO	5135; 5162	182353801019752	Asserted	\$10,947.60				\$22,873.61	\$33,821.21	(iii)
				Surviving	\$0.00				\$33,821.21	\$33,821.21	
22.	PHELPS INDUSTRIES LLC	*	182353801019798	Asserted	\$100,000.00					\$100,000.00	(iv)
				Surviving	\$0.00					\$0.00	
23.	RAZOR USA LLC	19159; 19170	182353801020055	Asserted	\$37,453.95				\$1,443,909.78	\$1,481,363.73	(ii)
				Surviving	\$0.00				\$1,443,909.78	\$1,443,909.78	
24.	RIZWAN, RUKHSANA	12593	182353801020139	Asserted	\$4,398.70					\$4,398.70	(i)
				Surviving	\$0.00				\$4,398.70	\$4,398.70	
25.	RIZWAN, WAJEEHA	1952	182353801021135	Asserted	\$2,905.76					\$2,905.76	(i)
				Surviving	\$0.00				\$2,905.76	\$2,905.76	
26.	S.C. JOHNSON & SON, INC.	16384	182353801040688	Asserted	\$16,907.58				\$6,471.30	\$23,378.88	(ii)
				Surviving	\$73.06				\$6,471.30	\$6,544.36	
27.	SHAGHAL, LTD.	7035	182353801043366	Asserted	\$354,671.75		\$1,341,414.43			\$1,696,086.18	(ii)(iv)
				Surviving	\$4,092.40		\$1,341,414.43			\$1,345,506.83	
28.	SPECTRUM BRANDS INC	12057	182353801018857	Asserted	\$15,972.00				\$307,343.17	\$323,315.17	(ii)
				Surviving	\$9,124.50				\$307,343.17	\$316,467.67	
29.	TRACFONE WIRELESS INC	13461	182353801043374	Asserted	\$2,699.40	\$24,550.73			\$409,963.50	\$437,213.63	(iv)
				Surviving	\$2,699.40	\$9,305.25			\$409,963.50	\$421,968.15	
30.	WORLD TECH TOYS INC	5849; 14174	182353801021333	Asserted	\$45,708.00				\$442,168.54	\$487,876.54	(ii)(iii)(iv)
				Surviving	\$13,173.49				\$442,415.04	\$455,588.53	

Reduced and Reclassified Claims ¹											
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* Claimant does not have any surviving proof of claim pertaining to administrative expense claim

¹ Asserted Claim amounts include any asserted unliquidated amounts.

² Reflects the greater of the sum of asserted administrative expense claim amount for Affected Claim No. and Affected Ballot No

³ Reflects the asserted administrative expense claim amount for Affected Ballot No. for claims without any proof of claim related to administartive expense claim and additional support for the ballot

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